

EXHIBIT F

Board Resolution

RESOLUTION OF
THE BOARD OF DIRECTORS OF
MERCY HOSPITAL, IOWA CITY, IOWA

The undersigned, constituting the board of directors (the “**Board**”) of Mercy Hospital, Iowa City, Iowa, an Iowa not-for-profit corporation (the “**Corporation**”), do hereby adopt the following actions and resolutions:

WHEREAS, the Corporation is the sole beneficiary under a trust agreement entitled “The Thompson Brothers Trust” (the “**Trust**”). The Trust was formed under the will of George A. Thompson, who died September 22, 1947, and the will of Frank L. Thompson, who died on December 16, 1957 (together, the “**Testators**”); and

WHEREAS, the Trust provides that one-half of the income from the Trust shall be given to Corporation for “equipping and providing or enlarging the surgical department” of Corporation and the other one-half of the income for the provision of “medical care and hospitalization” for needy patients at Corporation who are residents of Johnson County, Iowa; and

WHEREAS, as of December 31, 2023, the Trust had \$799,632.29 in total assets, which were held by MidWestOne Bank as trustee of the Trust; and

WHEREAS, the Board has been informed by counsel that the Corporation’s equitable interest as beneficiary of the Trust (the “**Interest**”) is property of the Corporation’s bankruptcy estate pursuant to 11 U.S.C. section 541 and a salable asset under 11 U.S.C. section 363; and

WHEREAS, the Board has been informed by counsel that counsel has contacted at least six non-profit, healthcare-related organizations in Eastern Iowa about purchasing the Interest and utilizing the Bankruptcy Court to reform the Trust document under the doctrine of *cy pres* to meet the purposes of any organization acquiring the Interest; and

WHEREAS, the Board has received an offer from Mercy Medical Center, Cedar Rapids, Iowa Endowment Foundation, Inc. (the “**Mercy CR Foundation**”) to purchase the Interest for a lump sum payment of \$225,000.00; and

WHEREAS, Mercy CR Foundation proposes that in connection with the sale of the Interest, the Bankruptcy Court reform the Trust to allow one-half of annual income to be used for the benefit of the Mercy Medical Center, Cedar Rapids, Iowa’s (“**Mercy CR**”) surgery department and [one-half of annual income to fund the medical expenses of indigent patients of Mercy CR; and

WHEREAS, the Board believes it is important to effectuating the Testators’ intent under the Trust to allow for the provision of income thereunder to be made to a faith-based healthcare organization; and

WHEREAS, the Board has been fully informed by counsel of its fiduciary obligations to the Corporation's creditors to maximize value of and to liquidate the Corporation's assets in the bankruptcy cases.

NOW THEREFORE, BE IT:

RESOLVED, that the sale of Corporation's Interest to [Mercy CR Foundation] is hereby approved in all respects;

RESOLVED, that the Corporation be, and hereby is, authorized, directed and empowered to enter into, execute, deliver and perform all actions necessary to effectuate the sale of the Interest to Mercy CR Foundation;

RESOLVED, that any one or more officers of the Corporation (each such person, an "Authorized Officer") be, and each of them hereby is, authorized and empowered to execute and deliver any documents necessary to effectuate the transfer of the Interest, in the name and on behalf of the Corporation with such additions, deletions or changes therein (including, without limitation, any additions, deletions or changes to any schedules or exhibits thereto) as the Authorized Officer executing the same shall approve (the execution and delivery thereof by any such Authorized Officer to be conclusive evidence of his or her approval of any such additions, deletions or changes);

RESOLVED, that each of the Authorized Officers be, and each of them hereby is, authorized and empowered to take all such further action and to execute and deliver all such further agreements, certificates, instruments and documents, in the name and on behalf of the Corporation, and if requested or required, to pay or cause to be paid all expenses and to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by, and the intent and purposes of, the foregoing resolutions;

RESOLVED, that all acts and doings of any director or directors or officer or officers of the Corporation in connection with any of the foregoing which may have predated the effective date of this Resolution be, and the same hereby are, fully ratified, approved, adopted and confirmed;

RESOLVED, that the omission from this Resolution of any agreement or other arrangement contemplated by any of the agreements or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirements of any of the agreements or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions; and

RESOLVED, that this Resolution shall be effective as of the date set forth below upon the signing hereof in one or more counterparts (each of which shall be deemed an original and all of which together shall constitute one and the same instrument) and shall have the same force

and effect as a unanimous vote of the Board at a duly called and held meeting thereof. Delivery of an executed counterpart of this Resolution electronically or by facsimile shall be effective as delivery of an original executed counterpart of this Resolution.

[Signature Page Follows]

Dated effective as of the 11th day of April 2024.

Handwritten signature of Linda Bechen in cursive script.

Sr. Linda Bechen, Director

Lynn Whisler, Director

Steve Anderson, Director

Madeline Windauer, Director

Thomas Clancy, Director

**Signature Page to Resolution
of the Board of Directors of
Mercy Hospital, Iowa City, Iowa**

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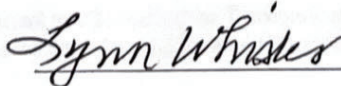
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☐ Dated effective as of the 11th day of April 2024.

Sister Linda Becham, Director



Lynn Whisler, Director

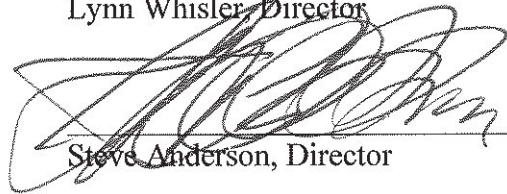
Steve Anderson, Director

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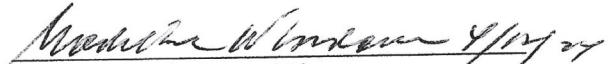
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RESOLVED, that all acts and doings of any director or directors or officer or officers of the Corporation in connection with any of the foregoing which may have predated the effective date of this Resolution be, and the same hereby are, fully ratified, approved, adopted and confirmed;

RESOLVED, that the omission from this Resolution of any agreement or other arrangement contemplated by any of the agreements or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirements of any of the agreements or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions; and

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